

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

QUALITY SUPPLY CHAIN CO-OP, INC.,

Plaintiff,

v.

AGRI STATS, INC., CLEMENS FOOD
GROUP, LLC, THE CLEMENS FAMILY
CORPORATION, HORMEL FOODS
CORPORATION, HORMEL FOODS, LLC,
JBS USA FOOD COMPANY, SEABOARD
FOODS LLC, SMITHFIELD FOODS, INC.,
TRIUMPH FOODS, LLC, TYSON FOODS,
INC., TYSON PREPARED FOODS, INC.,
AND TYSON FRESH MEATS, INC.,

Defendants.

Case No. 18-cv-1776

Individual Case No. 0:22-cv-01840

**JOINT STIPULATION OF
CONSENT FOR LEAVE TO FILE
QUALITY SUPPLY CHAIN CO-
OP, INC.'S FIRST AMENDED
COMPLAINT**

Direct Action Plaintiff Quality Supply Chain Co-Op, Inc. ("QSCC") and Defendants hereby stipulate as follows:

1. QSCC may file a First Amended Complaint in this matter, attached as Exhibit A (Proposed Redline Complaint) and Exhibit B (Proposed QSCC First Amended Complaint) pursuant to Fed. R. Civ. P. 15(a)(2), which permits a party to amend its pleading with the opposing party's written consent, see *Thomas v. United Steelworkers Local 1938*, 743 F.3d 1134, 1140 (8th Cir. 2014), *reh'g denied* (Apr. 8, 2014).

2. The purpose of the amendment is to reflect an assignment of claims received by QSCC from Y. Hata & Company, Limited.

3. Defendants hereby consent to the Court, granting QSCC leave to file a First Amended Complaint, attached hereto as Exhibit B.

4. By entering into this stipulation, the parties agree that Defendants do not concede the efficacy of the amendments or that the claims set forth in QSCC's First Amended Complaint are properly pleaded, nor do they waive any arguments that they could have raised in the context of an opposition to the motion for leave to amend.

5. The parties agree that Defendants have no obligation to answer or otherwise respond to QSCC's First Amended Complaint and that Defendants' Answers to Direct Action Plaintiffs' Amended Consolidated Complaint shall apply to QSCC's First Amended Complaint and that Defendants' Joint Motion to Dismiss the Direct-Action Plaintiffs' Claims (ECF No. 1754) and all arguments asserted in support thereof shall apply to any claims asserted by QSCC as an alleged assignee of Y. Hata & Company, Limited.

6. The parties further agree that this motion will not affect any of the pending deadlines in this action.

Dated: April 11, 2023

Respectfully submitted,

/s/ Philip J. Iovieno

Philip J. Iovieno

Nicholas A. Gravante, Jr.

Jack G. Stern

Gillian Groarke Burns

Mark A. Singer

Justin V. Arborn

Elizabeth R. Moore

Zygimante Andriauskaite

CADWALADER, WICKERSHAM & TAFT LLP

200 Liberty Street

New York, NY 10281

Tel: (212) 504-6000

Fax: (212) 504-6666

E-mail: philip.iovieno@cwt.com

nicholas.gravante@cwt.com

jack.stern@cwt.com

gillian.burns@cwt.com

mark.singer@cwt.com

justin.arborn@cwt.com

elizabeth.moore@cwt.com

zygimante.andrijauskaite@cwt.com

s/ Craig S. Coleman

Craig S. Coleman (#0325491)
Richard A. Duncan (#0192983)
Aaron D. Van Oort (#0315539)
Emily E. Chow (#0388239)
Isaac B. Hall (#0395398)
FAEGRE DRINKER BIDDLE & REATH
LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
(612) 766-7000
richard.duncan@faegredrinker.com
aaron.vanoort@faegredrinker.com
craig.coleman@faegredrinker.com
emily.chow@faegredrinker.com
isaac.hall@faegredrinker.com

Jacob D. Bylund (*pro hac vice*)
Stephanie A. Koltookian (*pro hac vice*)
Robert C. Gallup (#0399100)
FAEGRE DRINKER BIDDLE & REATH
LLP
801 Grand Ave., 33rd Floor
Des Moines, IA 50309
(515) 248-9000
jacob.bylund@faegredrinker.com
stephanie.koltookian@faegredrinker.com
robert.gallup@faegredrinker.com

Jonathan H. Todt (*pro hac vice*)
FAEGRE DRINKER BIDDLE & REATH
LLP
1500 K Street NW, Suite 1100
Washington, DC 20005
(202) 842-8800
jonathan.todt@faegredrinker.com

s/ Craig S. Coleman

Jarod Taylor (*pro hac vice*)
AXINN, VELTROP & HARKRIDER
LLP
90 State House Square
Hartford, CT 06103
(860) 275-8109
jtaylor@axinn.com

Rachel J. Adcox (*pro hac vice*)
Tiffany Rider Rohrbaugh (*pro hac vice*)
Kenina J. Lee (*pro hac vice*)
Lindsey Strang Aberg (*pro hac vice*)
Brandon Boxbaum (*pro hac vice*)
Allison Vissichelli (*pro hac vice*)
Keith Holleran (*pro hac vice*)
AXINN, VELTROP & HARKRIDER
LLP
1901 L Street NW
Washington, DC 20036
(202) 912-4700
radcox@axinn.com
trider@axinn.com
klee@axinn.com
lstrang@axinn.com
bboxbaum@axinn.com
avissichelli@axinn.com
kholleran@axinn.com

Craig M. Reiser (*pro hac vice*)
Kail Jethmalani (*pro hac vice*)
Andrea N. Rivers (*pro hac vice*)
Victoria J. Lu (*pro hac vice*)
AXINN, VELTROP & HARKRIDER LLP
114 West 47th Street
New York, NY 10036
(212) 728-2200
creiser@axinn.com
kjethmalani@axinn.com
arivers@axinn.com
vlu@axinn.com

John S. Yi (*pro hac vice*)
FAEGRE DRINKER BIDDLE & REATH
LLP
One Logan Square, Suite 2200
Philadelphia, PA 19103
(215) 988-2700
john.yi@faegredrinker.com

Counsel for Hormel Foods Corporation

/s/ William L. Monts

William L. Monts (*pro hac vice*)
Justin W. Bernick (*pro hac vice*)
HOGAN LOVELLS US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, D.C. 20004
(202) 637-5600
william.monts@hoganlovells.com
justin.bernick@hoganlovells.com

Peter H. Walsh (#0388672)
HOGAN LOVELLS US LLP
80 South Eighth Street, Suite 1225
Minneapolis, MN 55402
(612) 402-3000
peter.walsh@hoganlovells.com

Counsel for Agri Stats, Inc.

/s/ Christopher A. Smith

Christopher A. Smith (*pro hac vice*)
Aaron Chapin (#0386606)
Tessa K. Jacob (*pro hac vice*)
A. James Spung (*pro hac vice*)
Jason Husgen (*pro hac vice*)
HUSCH BLACKWELL LLP
190 Carondelet Plaza, Ste 600
St. Louis, MO 63105
Telephone: (314) 480-1500
chris.smith@huschblackwell.com
aaron.chapin@huschblackwell.com
tessa.jacob@huschblackwell.com
james.spung@huschblackwell.com
jason.husgen@huschblackwell.com

David P. Graham (#0185462)
DYKEMA GOSSETT PLLC
4000 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
(612) 486-1521
dgraham@dykema.com

Michael A Stephani

Best & Flanagan
60 South Sixth Street
Suite 2700
Minneapolis, MN 55124
612-339-7121
Fax: 612-339-5897
Email: mstephani@bestlaw.com

***Counsel for Tyson Foods, Inc., Tyson
Prepared Foods, Inc. and Tyson Fresh
Meats, Inc.***

/s/ Daniel Laytin

Daniel Laytin, P.C. (*pro hac vice*)
Christa Cottrell, P.C. (*pro hac vice*)
Jenna M. Stupar (*pro hac vice*)
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, IL 60654
(312) 861-2000
daniel.laytin@kirkland.com
christa.cottrell@kirkland.com
jenna.stupar@kirkland.com

Amarto Bhattacharyya

Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
312-862-3829
Email: amarto.bhattacharyya@kirkland.com

Christina Sharkey

Kirkland & Ellis LLP
300 N LaSalle
Chicago, IL 60654

Amanda Wall

Husch Blackwell LLP
13330 California Street
Ste 200
Omaha, NE 68154
402-964-5000
Fax: 402-964-5050
Email: amanda.wall@huschblackwell.com

Jacob Newton Reinig

Husch Blackwell LLP
801 Main St.
Suite 1000
Kansas City, MO 64112
816-983-8000
Fax: 816-983-8080
Email: jake.reinig@huschblackwell.com

Kate Ledden

Husch Blackwell LLP
8001 Forsyth Boulevard
Suite 1500
Saint Louis, MO 63105
314-480-1500
Email: kate.ledden@huschblackwell.com

Sarah Zimmerman

Husch Blackwell LLP
8001 Forsyth Boulevard
Suite 1500
St. Louis, MO 63105
314-480-1500
Email: sarah.zimmerman@huschblackwell.com

Tanner Cook

Husch Blackwell LLP
8001 Forsyth Boulevard
Suite 1500
St. Louis, MO 63105
314-480-1500
Email: tanner.cook@huschblackwell.com

Counsel for Triumph Foods, LLC

312-862-2000

Email: christina.sharkey@kirkland.com

Max Samels

Kirkland & Ellis
300 N. LaSalle
Chicago, IL 60654
312-862-3467
Email: max.samels@kirkland.com

Nicholas Ruge

Kirkland & Ellis LLP
300 N LaSalle
Chicago, IL 60654
312-862-2854
Email: nicholas.ruge@kirkland.com

Vanessa Anne Barsanti

Kirkland & Ellis LLP
300 N LaSalle
Chicago, IL 60654
312-862-2205
Email: vanessa.barsanti@kirkland.com

Mark L. Johnson (#0345520)
Davida S. McGhee (#0400175)
GREENE ESPEL PLLP
222 South Ninth Street, Suite 2200
Minneapolis, MN 55402
(612) 373-0830
mjohnson@greeneespel.com
dwilliams@greeneespel.com

***Counsel for Clemens Food Group, LLC
and The Clemens Family Corporation***

/s/ William L. Greene
William L. Greene (#0198730)
Peter J. Schwingler (#0388909)
William D. Thomson (#0396743)
STINSON LLP
50 South Sixth Street, Suite 2600
Minneapolis, MN 55402
(612) 335-1500
william.greene@stinson.com
peter.schwingler@stinson.com

william.thomson@stinson.com

J. Nicci Warr (*pro hac vice*)
STINSON LLP
7700 Forsyth Blvd., Suite 1100
St. Louis, MO 63105
(314) 863-0800
nicci.warr@stinson.com

Kacie Jo Phillips Tawfic
Stinson LLP
50 South Sixth Street
Suite 2600
Minneapolis, MN 55402
612-335-1704
kacie.tawfic@stinson.com

Lauren Fleming
Stinson LLP
1201 Walnut St.
Ste 2900
Kansas City, MO 64106
816-691-2693
lauren.fleming@stinson.com

Logan Fancher
Stinson LLP
1201 Walnut Street
Suite 2900
Kansas City, MO 64106
816-691-2692
Email: logan.fancher@stinson.com

Paulina Lisset Escobar
Stinson LLP
1201 Walnut Street
Suite 2900
Kansas City, MO 64105
816-691-2683
Email: paulina.escobar@stinson.com

Counsel for Seaboard Foods LLC

Allison Kane Lewis
Gibson, Dunn & Crucher LLP
050 Connecticut Ave NW
Washington, DC 20001
650-796-3468
Email: alewis@gibsondunn.com

Brian Edward Robison

Brown Fox PLLC
6303 Cowboys Way
Suite 450
Frisco, TX 75034
972-707-2809
Email: brian@brownfoxlaw.com

Charlene Cantrell Koonce

Brown Fox PLLC
8111 Preston Road
Suite 300
Dallas, TX 75225
214-327-5000
Fax: 214-327-5001
Email: charlene@brownfoxlaw.com

Christopher Frederick Kopp

Gibson, Dunn & Crutcher LLP
DC - District of Columbia
1050 Connecticut Ave NW
Washington, DC 20036
202-955-8619
Email: ckopp@gibsondunn.com

Matthew Butler

Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
202-887-3739
Email: mbutler@gibsondunn.com

John A Cotter

Larkin Hoffman Daly & Lindgren, Ltd
8300 Norman Center Drive, Ste 1000
Mpls, MN 55437-1060
952-896-3340
Fax: 952-896-1599
Email: jcotter@larkinhoffman.com

David B. Adler

Quinn Emanuel LLP
51 Madison Avenue
Ste 22nd Floor
New York, NY 10010
212-849-7305
Fax: 212-849-7100
Email: davidadler@quinnemanuel.com

Donald G Heeman

Spencer Fane LLP
100 South Fifth St
Suite 2500
Minneapolis, MN 55402
612-268-7000
Email: dheeman@spencerfane.com

Heather K. Christenson

Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue, Floor 22
New York, NY 10001
212-849-7536
Email:
heatherchristenson@quinnemanuel.com

Jessica J Nelson

Spencer Fane
100 South Fifth St
Suite 2500
Minneapolis, MN 55402
612-268-7000
Email: jnelson@spencerfane.com

Michael B Carlinsky

Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue
New York, NY 10010
212-849-7000
Fax: 212-849-7100
Email:
michaelcarlinsky@quinnemanuel.com

John Anders Kvinge

Larkin Hoffman Daly & Lindgren, Ltd
Litigation
8300 Norman Center Drive
Suite 1000
Minneapolis, MN 55437
952-835-3800
Fax: 952-896-3333
Email: jkvinge@larkinhoffman.com

Jordan Campbell

Brown Fox PLLC
8111 Preston Road
Suite 300
Dallas, TX 75225
214-396-9284
Fax: 214-327-5001
Email: jordan@brownfoxlaw.com

Joshua Lipton

Gibson, Dunn & Crutcher
1050 Connecticut Avenue, N.W.
Washington, DC 20036
202-955-8226
Email: jlipton@gibsondunn.com

Margaret Mead

Brown Fox PLLC
Texas
8111 Preston Road
Ste 300
Dallas, TX 75225
214-327-5000
Fax: 214-327-5001
Email: margaret@brownfoxlaw.com

Morgan Buller

Brown Fox PLLC
6303 Cowboys Way
Suite 450
Frisco, TX 75034
972-707-1860
Email: morgan@brownfoxlaw.com

Richard Thomas Vagas

Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue
Ste 22nd Floor
New York, NY 10010
212-849-7368
Email: richardvagas@quinnemanuel.com

Sami H Rashid

Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue
New York, NY 10010
212-849-7000
Email: samirashid@quinnemanuel.com

Counsel for JBS USA Food Company

Pooja Patel

Gibson, Dunn, & Crutcher, LLP
2001 Ross Avenue
Suite 2100
Dallas, TX 75201
214-698-3193
Email: ppatel@gibsondunn.com

Richard G. Parker

Gibson, Dunn & Crutcher
1050 Connecticut Avenue, N.W.
Washington, DC 20036
202-955-8503
Email: rparker@gibsondunn.com

Rod Stone

Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, CA 90071-3197
213-229-7256
Email: RStone@gibsondunn.com

Tim B. Wells

Brown Fox PLLC TX
8111 Preston Rd
Ste 300
Dallas, TX 75225
214-327-5000
Email: tim@brownfoxlaw.com

Counsel for Smithfield Foods, Inc.